

**MORGAN, LEWIS & BOCKIUS LLP**  
**101 Park Avenue**  
**New York, New York 10178**  
**212-309-6052**  
**Richard S. Toder (RT-3917)**

**Attorneys for The Chase Manhattan Bank, as Agent  
for the Pre-Petition Secured Lenders**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
**In re:** : **Chapter 11**  
: **Case Nos. 00-B-41065 (SMB)**  
**RANDALL'S ISLAND FAMILY GOLF** : **through 00-B-41196 (SMB)**  
**CENTERS, INC., et al.,** :  
: **(Jointly Administered)**  
**Debtors.** :  
-----X

**OBJECTION OF THE CHASE MANHATTAN BANK  
TO DEBTORS' MOTION FOR AN EXTENSION  
OF THE EXCLUSIVE PERIOD FOR FILING A PLAN**

The Chase Manhattan Bank ("Chase," and as agent for the Pre-Petition Secured Lenders and the Post-Petition DIP Lenders, the "Agent"), by Morgan, Lewis & Bockius LLP, its attorneys, for its objection to Debtors' motion dated August 18, 2000 (the "Motion"), seeking an extension of the exclusive period within which to file a plan, respectfully represents:

**Background**

1. On May 4, 2000 (the "Filing Date"), the above-captioned Debtors filed their respective petitions for relief under chapter 11 of the Bankruptcy Code in this Court. The Debtors continue to manage and operate their businesses and properties as debtors-in-possession pursuant to Bankruptcy Code sections 1107 and 1108. On May 12, 2000, an official committee of unsecured creditors (the "Committee") was appointed by the United States Trustee.

2. Since the Filing Date, Debtors have continued to lose substantial sums of money during their peak season. In addition -- and contrary to the statements contained in the Motion -- the Lenders and upon information and belief the Committee are greatly dissatisfied with current management.

### **Argument**

3. Section 1121(b) of the Code affords a debtor the exclusive ability to file a plan within the first 120 days of a bankruptcy case. Section 1121(c) provides that all parties in interest may file a plan if a section 1104 trustee has been appointed, the debtor has failed to file a plan in the 120-day period or the debtor has not filed a plan that has been accepted 180 days after the petition date. 11 U.S.C. § 1121(c)(3). Section 1121(d) provides the court may reduce or increase the 120- and 180-day periods for cause. Pursuant to 11 U.S.C. § 1121(d), the Debtors have the burden of demonstrating “cause” for any extension of the exclusivity period.

4. While it is not uncommon for a bankruptcy court to favorably consider an initial extension of exclusivity in larger, complex cases, every case must stand on its own facts. In the instant case, if the Court determines to grant any extension, it should be limited to no more than 45 days. This is so for several reasons. First, while Debtors state that they have made progress in formulating a plan of reorganization, the Debtors have not even formulated a comprehensive business plan, let alone a plan of reorganization.

5. Similarly, while the Debtors allege that they have been “working cooperatively with Chase” in this chapter 11, nothing could be further from the truth. Chase has made many requests for financial information from the Debtors. These requests, until recently, were uniformly ignored and, even now, are only tardily and partially addressed. The lack of information provided has been

a serious issue. Both from the standpoint of formulating a timely business plan and consulting with creditor constituencies, Debtors have been uncooperative.

6. Furthermore, Debtors have been losing substantial amounts of money. The most recent 10-Q filed with the SEC discloses that for the 3 months ended June 30, 2000, the Debtors net loss was \$50,597,000 and for the 6 months ended June 30, 2000, the net loss was \$72,078,000. These losses have dramatically increased from the comparable period in 1999 when the losses were \$1,524,000 and \$772,000.

7. Under all these circumstances, any extension of exclusivity should be limited to no longer than 45 days. Well before the expiration of such period of time, events will likely occur which will determine whether any further extension is warranted.

8. Indeed, were the Court to deny any extension, the Debtors would not suffer any real prejudice. Denying extension would not affect the Debtors' ongoing right to file a plan of reorganization. It would mean only that the Debtors would no longer have an exclusive right to file a plan. As the court held in In re Southwest Oil Co. of Jourdanton, Inc., 84 B.R. 448 (Bankr. W.D. Tex. 1987):

Section 1121 does not create a deadline for filing a plan. The Debtors may develop and file their plan or plans as they feel appropriate. The risk that while the debtors are developing their plan, another party in interest may file a plan is a risk that Congress intended, so as to preserve the balance between a debtor's needs and the legitimate interest of creditors.

**WHEREFORE,** for all the foregoing reasons, the Debtors' motion for an extension of the exclusive period in which they may file a plan and obtain acceptances thereto should be denied in its entirety or, in the alternative, should be denied to the extent it seeks an extension of the exclusive period in which to file a plan in excess of 45 days.

Dated: New York, New York  
August 25, 2000

**MORGAN, LEWIS & BOCKIUS LLP**  
Attorneys for The Chase Manhattan Bank, as Agent  
for the Pre-Petition Secured Lenders

By: /s/ Richard S. Toder  
Richard S. Toder (RT 3917)  
A Member of the Firm

101 Park Avenue  
New York, New York 10178  
(212) 309-6052

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
In re: : **Chapter 11**  
: **Case Nos. 00-B-41065 (SMB)**  
**RANDALL'S ISLAND FAMILY GOLF** : **through 00-B-41196 (SMB)**  
**CENTERS, INC., et al.,** :  
: **(Jointly Administered)**  
**Debtors.** :  
-----X

**CERTIFICATE OF SERVICE**

I, Leana B. Nussbaum, hereby certify that on August 25, 2000 I served the annexed Objection of The Chase Manhattan Bank to Debtors' Motion For An Extension of the Exclusive Period for Filing a Plan upon the parties on the annexed list via overnight mail.

/s/ Leana B. Nussbaum  
LEANA B. NUSSBAUM

**FAMILY GOLF  
SERVICE LIST**

Steven Taitz, Esq.  
Roe Wallace Esteve Taroff & Taitz, LLP  
Attys for Creditor Fox Linen Corp.  
20 Church Street  
Patchogue, NY 11772

Thomas E. Cabiness, Esq.  
McGuire, Woods, et al.  
Bank of America Corporate Center - Ste. 2900  
100 N. Tryon Street  
Charlotte, NC 28202

Franz A. Geiger, Esq.  
N.P. Limited Partnership  
8425 Pulsar Place - Ste. 240  
Columbus, OH 43240

John H. Maddock, III, Esq.  
McGuire, Woods, et al.  
One James Center  
901 E. Cary Street  
Richmond, VA 23219

Norman L. Hanover, sq.  
Hanover & Schnitzer  
665 North Arrowhead Avenue  
San Bernardino, CA 92404

Michael S. Etkin, Esq.  
Ira M. Levee, Esq.  
Lowenstein Sandler, PC  
65 Livingston Avenue  
Roseland, NJ 07068

Allison K. North, Esq.  
Pima County Attorney Civil Div.  
32 N. Stone - Ste. 2100  
Tucson, AZ 85701

Robert C. Cimino, Esq.  
Suffolk County Attorney  
H. Lee Dennison Bldg.  
100 Veterans Memorial Highway  
Hauppauge, NY 11788  
Attn: Lee Wiedl, Esq.

James A. Rice, Esq.  
132 Mt. Auburn Street  
Cambridge, MA 02138

State of Ohio  
Bureau of Workers' Compensation  
c/o Michelle T. Sutter  
Revenue Recovery  
101 E. Town Street - 2nd Floor  
Columbus, OH 43215

The Port Authority of New York and New Jersey  
Office of Milton H. Pachter  
1 World Trade Center - 68NE  
New York, NY 10048  
Attn: Timothy G. Stickleman, Esq.

Richard L. Prout, Esq.  
Mullavey, Prout, Gerenley & Foe LLP  
2401 NW 65th Street  
Seattle, WA 98107

Lewis I. Winarsky, Esq.  
Washington Gas Light Company  
1100 H Street NW - 4th Fl.  
Washington, DC 20080

Peter Graff, Esq.  
Wallace & Witty, PC  
600 Suffolk Avenue - Ste. A  
Brentwood, NY 11717

Robert L. Brinton, Esq.  
Brinton & January  
81 Main Street - Ste. 505  
White Plains, NY 10601

Peter A. Chapman  
24 Percadicularis Place  
Trenton, NJ 08618

Andrew Dylan Wood, Esq.  
Ray, Wood & Fien LLP  
2700 Bee Caves Road  
Austin, TX 78716

Gary N. Marks, Esq.  
Ravin, Greenberg & Marks, PA  
101 Eisenhower Parkway  
Roseland, NJ 07068

AT&T Corp.  
295 N. Maple Avenue - Rm. 1128M1  
Basking Ridge, NJ 07920  
Attn: Judith Archer, Esq.

Denise S. Mondell, Esq.  
Asst. Attorney General  
55 Elm Street - 5th Fl.  
Hartford, CT 06141

Nixon Peabody LLP  
437 Madison Avenue  
New York, NY 10022  
Attn: Robert N.H. Christmas, Esq.

David Duperrault, Esq.  
Katherine E. Barrett, Esq.  
Silicon Valley Law Group  
152 N. Third Street - Ste. 900  
San Jose, CA 95112

Brian Masumoto, Esq.  
Office of the US Trustee  
33 Whitehall Street - 21st Fl.  
New York, NY 10004



Golf Real Estate, Inc.  
Golf Operations, Inc.  
Pollicoff, Smith & Remels, LLP  
1 Greenway Plaza - Ste. 300  
Houston, TX 77046  
Attn: Joseph P. Witherspoon III, Esq.

Eloise A. Guzman, Esq.  
Linebarger Heard Goggan Blair, et al.  
1021 Main Street - Ste.1500  
Houston, TX 77253

Daniel C. Fleming  
Wong Fleming PC  
Edison Square West - Ste. 1050  
2035 Lincoln Highway  
Edison, NJ 08817

Daniel J. Flanigan, Esq.  
James E. Bird, Esq.  
Brett D. Anders, Esq.  
Polsinelli, White, et al.  
700 W. 47th Street - Ste. 1000  
Kansas City, MO 64112

The Chase Manhattan Bank  
380 Madison Avenue - 9th Fl.  
New York, NY 10017  
Attn: Billie J. Prue

US Trust Company of New York  
114 W. 47th Street - 25H  
New York, NY 10036  
Attn: Gerard F. Ganey

James S. Carr, Esq.  
Kelley Drye & Warren  
101 Park Avenue  
New York, NY 10178

Laurie J. Heydman  
Asst. City Attorney  
City & County of Denver  
1437 Bannock Street - Rm. 353  
Denver, CO 80202

Robert D. Gordon, Esq.  
Jackeir, Gould, et al.  
121 W. Long Lake Road - 2nd Fl.  
Bloomfield Hills, MI 48304

Heide S. Sorvino, Esq.  
Pitney, Hardin, et al.  
Park Avenue at Morris County  
Morristown, NJ 07962

Mr. Brian Ashley  
4529 Oak Point Drive  
Brighton, MI 48116

Zachary B. Kass, Esq.  
Robinson, Silverman, et al.  
1290 Avenue of the Americas  
New York, NY 10104

Stacy Tick Kudler, Esq.  
Metropolitan Trans. Authority  
Legal Dept. - 9th Fl.  
347 Madison Avenue  
New York, NY 10017

W. Timothy Miller, Esq.  
Taft, Stettinius & Hollister LLP  
1800 Firststar Tower  
425 Walnut Street  
Cincinnati, OH 45202

Howard Seife, Esq.  
Chadbourne & Park LLP  
30 Rockefeller Plaza  
New York, NY 10112

Joseph Aronauer, Esq.  
Aronauer, Goldfarb, et al.  
444 Madison Avenue  
New York, NY 10022

Christopher Beard, Esq.  
Beard & Beard  
4601 N. Park Avenue  
Chevy Chase, MD 20815

Frank N. Tobolsky, Esq.  
132 Lucern Blvd.  
Cherry Hill, NJ 08003

Douglas B. Rosner, Esq.  
Michael A. Fagone, Esq.  
Goulston & Storrs, PC  
400 Atlantic Avenue  
Boston, MA 02110

Edward S. Weisfelner, Esq.  
Berlack, Israels & Liberman LLP  
120 W. 45th Street  
New York, NY 10036

Jeffrey A. Krieger, Esq.  
Grenberg Glusker, et al.  
1900 Avenue of the Stars - Ste. 2100  
Los Angeles, CA 90067

Theodore F. Kahn, Esq.  
V.P. & Sr. Counsel  
American Golf Corporation, Inc.  
2951 28th Street  
Santa Monica, CA 90405

Michael S. Schreiber, Esq.  
Robinson Brog, et al.  
1345 Avenue of the Americas  
New York, NY 10105

Karen Gilman, Esq.  
Wolff & Samson PC  
5 Becker Farm Road  
Roseland, NJ 07068

Hugh P. Finnegan, Esq.  
Siller Wilk LLP  
747 Third Avenue  
New York, NY 10017

Joseph Lubertazzi, Jr.  
McCarter & English  
4 Gateway Center  
100 Mulberry Street  
Newark, NJ 07102

Robert L. Pryor, Esq.  
Pryor & Mandelup LLP  
675 Old Country Road  
Westbury, NY 11590

George R. Hrisch, Esq.  
Bressler, Aemery & Ross  
17 State Street - 34th Fl.  
New York, NY 10004

Mr. Tony Praino  
IBM Credit Corp.  
N. Castle Drive MD NO317  
Armonk, NY 10504

Steve B. Flancher, Esq.  
Asst. Attorney General  
Dept. of Attorney General Revenue Division  
First Floor - Treasury Building  
Lansing, MI 48922

W.S. Peorivic  
Eaton Corp.  
1111 Superior Avenue  
Cleveland, OH 44114

Neil Berger, Esq.  
Togut, Segal & Segal LLP  
One Penn Plaza - Ste. 3335  
New York, NY 10119

Lara P. Emouna, Esq.  
Gleich, Siegel & Farkas  
36 S. Station Plaza  
Great Neck, NY 11021

Linda D. Fox, Esq.  
Sheppard Mullin, et al.  
501 W. Broadway - 19th Fl.  
San Diego, CA 92101

Donald A. English, Esq.  
English & Gloven  
550 W. C Street - Ste. 1800  
San Diego, CA 92101

Judith Sturtz Karp, Esq.  
Adam C. Paul, Esq.  
Kirkpatrick & Lockhart, LLP  
1800 Massachusetts Avenue NW - 2nd Fl.  
Washington, DC 20036

Carlos C. Cuervas, sq.  
Del Bellow Donnellan, et al.  
One N. Lexington Avenue  
White Plains, NY 10601

James H. Billingsley  
Hughes & Luce LLP  
1717 Main Street - Ste. 2800  
Dallas, TX 75201

Jerome Berkman, Esq.  
Day Berry & Howard  
Citiplace I  
Hartford, CT 06103

Brian L. Budsberg, Esq.  
Owens Davies Mackie PS  
925-24th Way SW  
Olympia, WA 98507

Louis F. Solimine, Esq.  
Amy L. Bostic, Esq.  
Thompson Hine & Flory LLP  
312 Walnut Street - 14th Fl.  
Cincinnati, OH 45202

Marc A. Pergament, Esq.  
Weinberg Kaley, et al.  
400 Garden City - Ste. 403  
Garden City, NY 11530

Craig E. Reimer, Esq.  
Mayer, Brown & Platt  
190 S. LaSalle Street  
Chicago, IL 60603

Joseph Samet, Esq.  
Baker & McKenzie  
805 Third Avenue  
New York, NY 10022

Steven A. Ginther, Esq.  
Missouri Dept. of Revenue  
General Counsel's Office  
301 W. High Street  
Jefferson City, MO 65105

Joseph A. Barbaccia, Esq.  
106 Woodcleft Avenue  
Freeport, NY 11520

Bart Hartman  
Treasurer - Tax Collector  
County of San Diego  
1600 Pacific Highway - Room 152  
San Diego, CA 92101  
Attn: Elizabeth Molina

Bruce Kennedy, PC  
31 Greene Avenue  
Amityville, NY 11701

Gabriela P. Cacuci  
Asst. Corporate Counsel  
Corp. Counsel of the City of NY  
100 Church Street - Room 6-133  
New York, NY 10007

Jim Rees  
Property Manager  
Boccardo Properties  
985 University Avenue - Ste. 12  
Los Gatos, CA 95032

Kevin M. Newman, Esq.  
Mentor Rudin & Trivelpiece PC  
500 Salina Street - Ste. 50  
Syracuse, NY 13202

Robert M. Pusateri, Esq.  
Smith Speranza, et al.  
131 East Avenue  
Lockport, NY 14095

Elryvan Partnership  
c/o Cohen & Cohen LLP  
258 Genesee St. - Ste. 205  
Utica, NY 13502  
Attn: Daniel S. Cohen, Esq.

Edmond M. George, Esq.  
Obermeyer Rebmann et al.  
1617 JFK Blvd. - 19th Fl.  
Philadelphia, PA 19103

Joyce A. Kuhns, Esq.  
Saul Ewing, et al.  
100 S. Charles Street - 15th Fl.  
Baltimore, MD 21201

Betty Ngan  
Seattle City Attorney's Office  
600 Fourth Avenue - 10th Fl.  
Seattle, WA 98104

Harvey B. Mervis, Esq.  
Hinman, Howard, et al.  
700 Security Mutual Building  
80 Exchange Street  
Binghamton, NY 13902

Harlan Schlossberg, Esq.  
P.O. Box 443  
Mt. Freedom, NJ 07970

G. Shepard  
General Motors Acceptance Corp.  
P.O. Box 5055  
Troy, MI 48007  
Attn: G. Cilibrise

Elliot H. Herskowitz  
Ellen H. Herskowitz  
Regen Capital I, Inc.  
P.O. Box 626  
Planetarium Station  
New York, NY 10024

Deborah L. Pond, Esq.  
Coca-Cola North America Operations.  
The Coca-Cola Company  
P.O. Box 1734 - USA 727  
Atlanta, GA 30301